

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

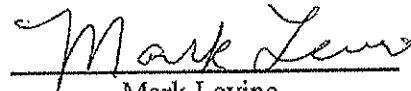
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IN RE SMITH BARNEY TRANSFER	:	No. 05-CV-7583-WHP
AGENT LITIGATION	:	
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**DECLARATION OF MARK LEVINE IN SUPPORT OF
MOTION OF DAVID ZAGUNIS FOR APPOINTMENT AS LEAD PLAINTIFF
AND APPROVAL OF SELECTION OF CO-LEAD COUNSEL**

I, Mark Levine, hereby declare, under penalty of perjury of the laws of the United States of America, as follows

1. I am a senior attorney at the law firm of Stull, Stull & Brody, co-counsel for Plaintiffs David Zagunis, Richard Rees, Bharat Shah, Steven Hall and Renée Miller, and a member in good standing of the bar of this Court. I submit this Declaration in support of the Motion of David Zagunis ("Movant") for Appointment as Lead Plaintiff and Approval of Selection of Co-Lead Counsel in the above-captioned consolidated action.
2. Attached hereto as Exhibit A is a copy of a Plaintiff Certification executed by Movant, reflecting Movant's transactions during the Class Period in the securities which are the subject of the Third Consolidated and Amended Class Action Complaint filed June 30, 2011.
3. Attached hereto as Exhibit B is a copy of Stull, Stull & Brody's firm biography.
4. Attached hereto as Exhibit C is a copy of Weiss & Lurie's firm biography.

Executed this 6th day of October 2011


Mark Levine